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SEP 24 2003

Michael N. Milby, Clerk

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION

In re ENRON CORPORATION SECURITIES
AND ERISA LITIGATIONS

Civil Action No. H-01-3624
(Consolidated)

This Document Relates To:

MARK NEWBY, *et al.*,

Plaintiffs,

v.

ENRON CORP., *et al.*,

Defendants.

CERTIFICATION, PROOF OF
MEMBERSHIP IN SETTLEMENT
CLASS AND OBJECTIONS OF
BURTON W. CARLSON, JR.

THE REGENTS OF THE UNIVERSITY OF
CALIFORNIA, *et al.*,

Plaintiffs,

v.

KENNETH LAY, *et al.*,

Defendants.

WASHINGTON STATE INVESTMENT BOARD
and EMPLOYER-TEAMSTERS LOCAL NOS.
175 and 505 PENSION TRUST FUND, *et al.*,

Plaintiffs,

v.

KENNETH LAY, *et al.*,

Defendants.

PAMELA M. TITTLE, *et al.*,

Plaintiffs,

v.

ENRON CORP.,

Defendant.

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I, BURTON W. CARLSON, JR., certify under penalty of perjury that the following is true and correct:

1. This Certification, Proof of Membership in Settlement Class and Objections To Proposed Partial Settlement is submitted pursuant to this Court's Order Preliminarily Approving Settlement dated July 24, 2003 (the "July 24 Order") in order to provide proof of membership in the Settlement Class and a statement of objections pursuant to paragraph 7 and Exhibit A-1, Section XV of the July 24 Order.

2. My address is 2614 Indian Mound Road, Bloomfield Hills, MI 48301-2268 and my telephone number is (734) 853-5370.

3. I believe that I am a member of the Newby Settlement Class.

4. The following publicly traded securities of Enron Corporation were purchased by me or on my behalf as a beneficiary between September 9, 1997 and November 27, 2001, inclusive; the name of the record owner of such shares is Burton W. Carlson Jr. Trustee, Burton W. Carlson Jr. Rev. Liv. Trust account at Morgan Stanley Dean Witter:


Date:	Transaction:	No. of Shares:	Price per Share:
November 10, 1998	Purchased	50	\$57.06
May 20, 1999	Purchased	90	\$74.30
December 14, 2000	Purchased	149	\$75.12

5. I object to the Proposed Partial Settlement on the grounds set forth in the accompanying Objections of Settlement Class Members James H. Allen, Jr., Burton W. Carlson, Jr., Michael T. DeFreece, Marcia A. DeFreece, Andrew E. Krinock, Phyllis A. Krinock, Partcom Limited Partnership, Reed Partners, L.P., formerly known as Reed Family Ltd. Partnership, F. Walker Tucei, June P. Tucei, Roman H. Uhing, Alvera A. Uhing, and Viets Family Associates, LLP and Memorandum In Support Of Objections.

6. I was a partner of Andersen Worldwide Société Coopérative ("AWSC") during the period from its inception through August 31, 1994. AWSC was the entity in charge of establishing and enforcing accounting and professional standards, as well as quality control techniques and procedures of, educating and training personnel of, and coordinating client services on a worldwide basis for, all of its member firms, including Arthur Andersen LLP and any of the other affiliated entities that may have provided professional services to Enron.

7. According to published reports in the press, Ernst & Young ("E&Y") acquired all of Andersen- India personnel and clients other than its consulting practice which was acquired by Bearing Point; Deloitte & Touche ("Deloitte") acquired all of Andersen-Brazil other than its consulting practice, which Bearing Point acquired, and all of Andersen-United Kingdom, with the exception of the Corporate Recovery Practice, which E&Y acquired. The remainder of Andersen's international operations were acquired by E&Y, Deloitte, KPMG, PricewaterhouseCoopers, and Bearing Point. In the United States, these entities, along with Grant Thornton, acquired personnel and clients of Arthur Andersen LLP.

Executed this 19TH day of September, 2003 at Bloomfield Hills, Michigan.


Burton W. Carlson, Jr.